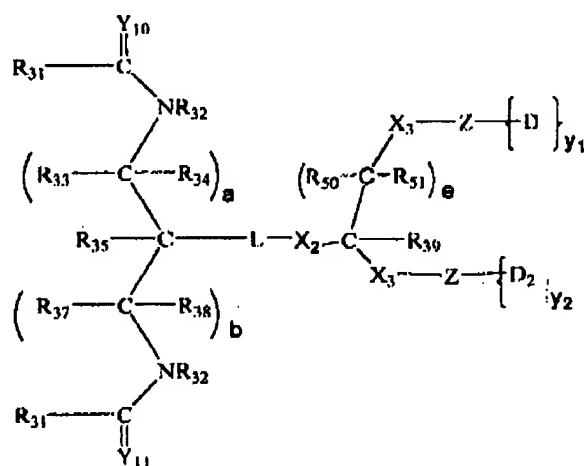


**Amendments to the Claims:**

This listing of claims will replace all prior versions and listings of claims in the application:

**Listing of Claims:**

1. (Original) A compound of the formula:



(X)

wherein:

$R_{31}$  is a linear or branched polymer residue;

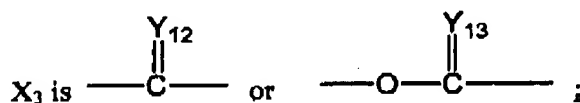
$Y_{10}$  and  $Y_{11}$  are independently O, S, or  $NR_{40}$ ;

$X_2$  is O, S or  $NR_{41}$ ;

$R_{32}$ ,  $R_{33}$ ,  $R_{34}$ ,  $R_{35}$ ,  $R_{37}$ ,  $R_{38}$ ,  $R_{39}$ ,  $R_{40}$ ,  $R_{41}$ ,  $R_{50}$  and  $R_{51}$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $C_{3-12}$  branched alkyls,  $C_{3-8}$  cycloalkyls,  $C_{1-6}$  substituted alkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $C_{1-6}$  heteroalkyls and substituted  $C_{1-6}$  heteroalkyls;

$a$ ,  $b$  and  $e$  are each independently a positive integer;

$L$  is an amino acid residue or a bifunctional linker;



wherein  $Y_{12}$  and  $Y_{13}$  are independently O, S, or  $NR_{41}$ ;

Z is selected from the group consisting of a bond, a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

$D_1$  and  $D_2$  are independently selected from the group consisting of OH, a residue of a hydroxyl-containing moiety, a residue of an amine-containing moiety and a leaving group; and

$y_1$  and  $y_2$  are independently selected positive integers.

2. (Withdrawn) The compound of claim 1, wherein  $Y_1$  and  $Y_2$  are O.

3. (Withdrawn) The compound of claim 1, wherein  $R_2$ ,  $R_3$ ,  $R_4$ ,  $R_7$ ,  $R_8$  and  $R_9$  are H.

4. (Withdrawn) The compound of claim 1, wherein m and n are both 1.

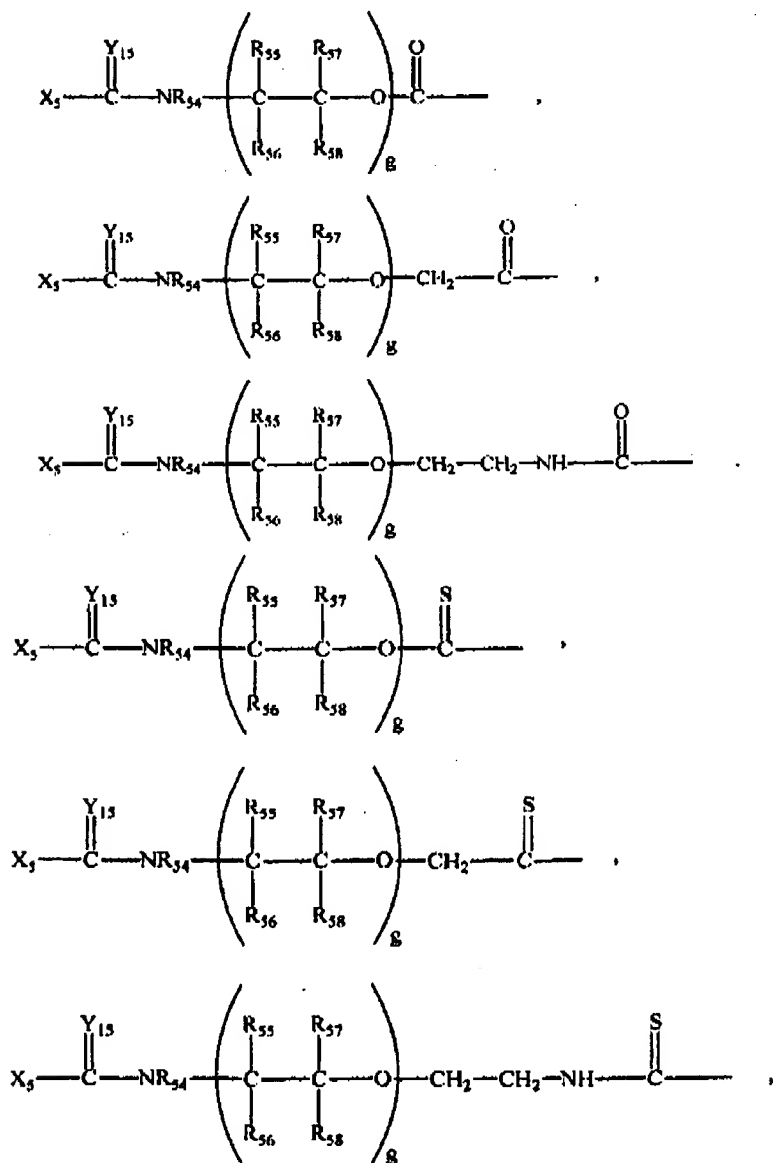
5. (Currently Amended) The compound of claim 1, wherein  $R_1$  is  $O-(CH_2CH_2O)_x$  or  $O-(CH(CH_3)CH_2O)_x$ , wherein x is ~~the degree of polymerization~~ from about 10 to about 2,300.

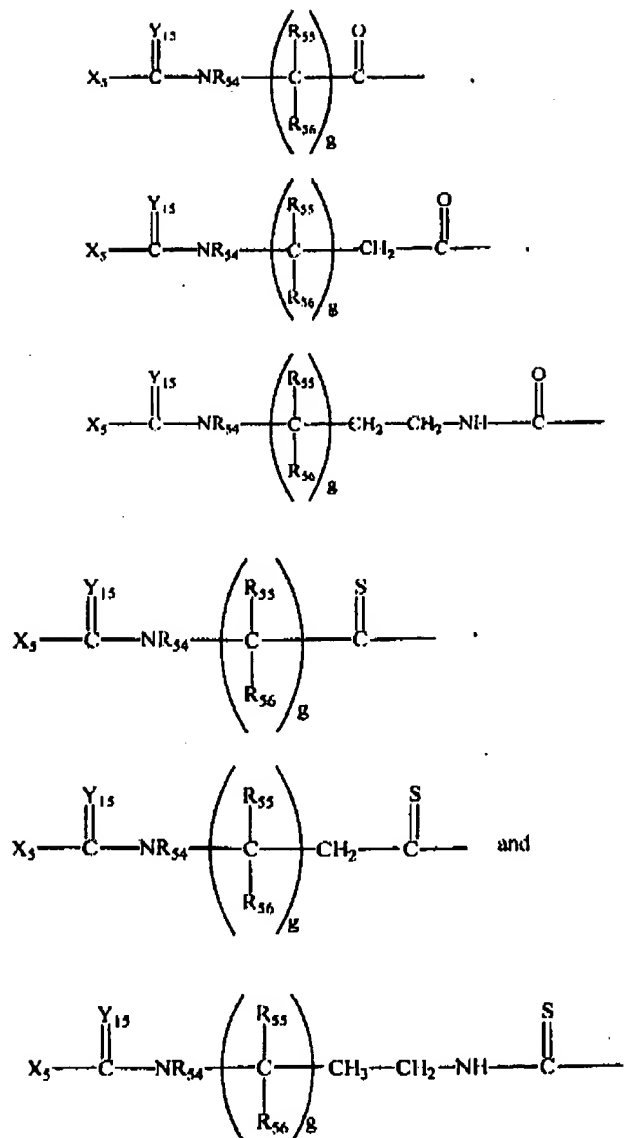
6. (Withdrawn) The compound of claim 5, wherein  $R_1$  is  $O-(CH_2CH_2O)_x$  and x is a positive integer selected so that the weight average molecular weight is at least about 20,000.

7. (Withdrawn) The compound of claim 6, wherein  $R_1$  has a weight average molecular weight of from about 20,000 to about 100,000.

8. (Withdrawn) The compound of claim 7, wherein  $R_1$  has a weight average molecular weight of from about 25,000 to about 60,000.

9. (Currently Amended) The compound of claim 1 wherein L is selected from the group consisting of:





wherein

X<sub>5</sub> is O, S or N R<sub>43</sub>;

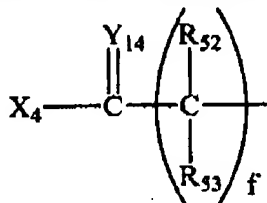
Y<sub>15</sub> is O, S, or NR<sub>44</sub>;

R<sub>43</sub>, R<sub>44</sub> and R<sub>54</sub>- R<sub>58</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>1-8</sub> substituted

cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls and substituted C<sub>1-6</sub> heteroalkyls;  
and

g is a positive integer.

10. (Withdrawn) The compound of claim 1 wherein L is an amino acid residue of the formula:



wherein X<sub>4</sub> is O, S or NR<sub>42</sub>;

Y<sub>14</sub> is independently O, S, or NR<sub>45</sub>;

R<sub>42</sub>, R<sub>45</sub> and R<sub>52</sub>-R<sub>53</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls and substituted C<sub>1-6</sub> heteroalkyls; and

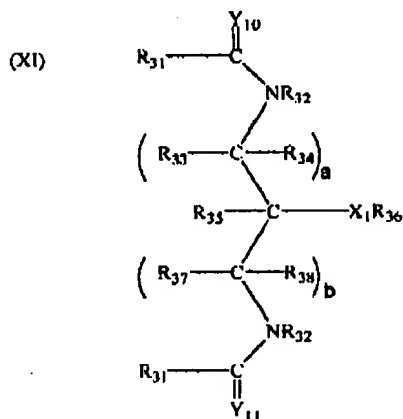
f is a positive integer.

11. (Original) The compound of claim 1 wherein D<sub>1</sub> and D<sub>2</sub> are residues of an active biological agent, an anticancer prodrug, a detectable tag, and combinations thereof.

12. (Withdrawn) The compound of claim 11 wherein the anticancer agent or anticancer prodrug is selected from the group consisting of daunorubicin, doxorubicin, p-aminoaniline mustard, melphalan, cytosine arabinoside, gemcitabine, and combinations thereof.

13. (Withdrawn) The compound of claim 1 wherein at least one D<sub>1</sub> moiety is a leaving group selected from the group consisting of as N-hydroxybenzotriazolyl, halogen, N-hydroxy-phthalimidyl, p- nitrophenoxy, imidazolyl, N-hydroxysuccinimidyl, thiazolidinyl thione, and combinations thereof.

14. (Withdrawn) A compound of the formula:



wherein:

$\text{R}_{31}$  is a linear or branched polymer residue;

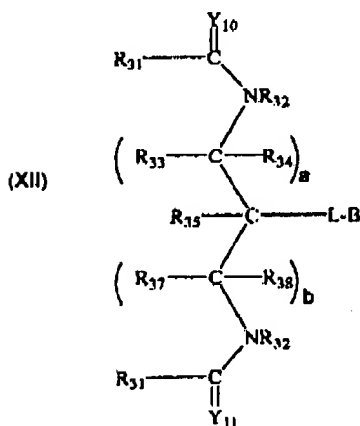
$\text{Y}_{10}$  and  $\text{Y}_{11}$  are independently O, S, or  $\text{NR}_{40}$ ;

$\text{X}_1$  is O, S or  $\text{NR}_{41}$ ;

$\text{R}_{32}$ ,  $\text{R}_{33}$ ,  $\text{R}_{34}$ ,  $\text{R}_{35}$ ,  $\text{R}_{36}$ ,  $\text{R}_{37}$ ,  $\text{R}_{38}$ ,  $\text{R}_{40}$  and  $\text{R}_{41}$  are independently selected from the group consisting of hydrogen,  $\text{C}_{1-6}$  alkyls,  $3-12$  branched alkyls,  $\text{C}_{3-8}$  cycloalkyls,  $\text{C}_{1-6}$  substituted alkyls,  $\text{C}_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $\text{C}_{1-6}$  heteroalkyls and substituted  $\text{C}_{1-6}$  heteroalkyls; and

$a$  and  $b$  are each independently a positive integer.

15. (Original) A method of preparing a polymeric conjugate, comprising reacting a compound of the formula (XII)



wherein

$R_{31}$  is a linear or branched polymer residue;

$Y_{10}$  and  $Y_{11}$  are independently O, S, or  $NR_{40}$ ;

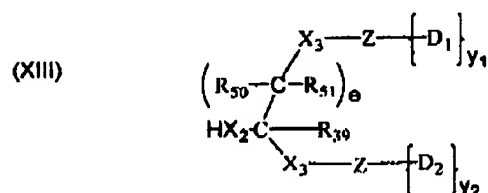
L is an amino acid residue or a bifunctional linker;

$R_{32}$ ,  $R_{33}$ ,  $R_{34}$ ,  $R_{35}$ ,  $R_{37}$ ,  $R_{38}$ , and  $R_{40}$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $C_{3-12}$  branched alkyls,  $C_{3-8}$  cycloalkyls,  $C_{1-6}$  substituted alkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $C_{1-6}$  heteroalkyls and substituted  $C_{1-6}$  heteroalkyls;

$a$  and  $b$  are each independently a positive integer, and

B is a leaving group;

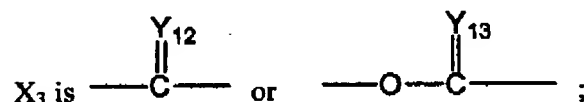
with a compound of the formula (XIII)



wherein

$X_2$  is O, S or  $NR_{41}$ ;

$R_{39}$ ,  $R_{41}$ ,  $R_{50}$  and  $R_{51}$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $C_{3-12}$  branched alkyls,  $C_{3-8}$  cycloalkyls,  $C_{1-6}$  substituted alkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $C_{1-6}$  heteroalkyls and substituted  $C_{1-6}$  heteroalkyls;



wherein  $Y_{12}$  and  $Y_{13}$  are independently O, S, or  $NR_{41}$ ;

Z is selected from the group consisting of a bond, a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

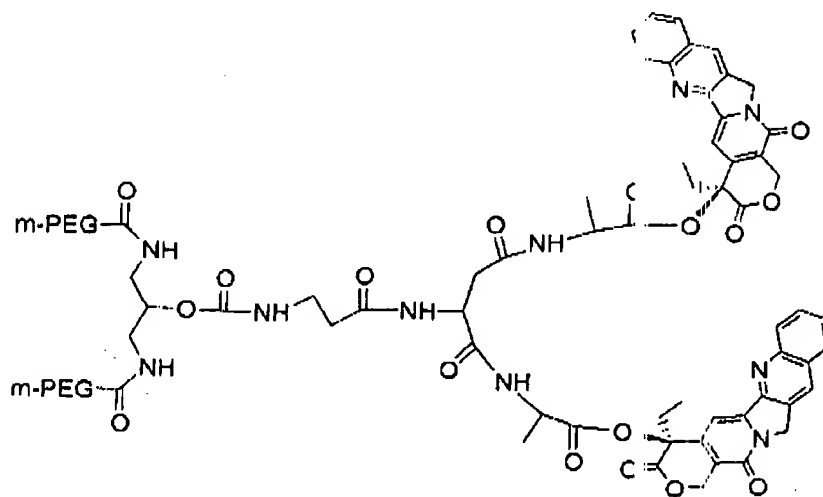
$D_1$  and  $D_2$  are independently selected from the group consisting of OH, a residue of a hydroxyl, a residue of an amine-containing moiety and a leaving group;

$e$  is a positive integer; and

$y_1$  and  $y_2$  are independently selected positive integers;

under conditions sufficient to cause a substitution reaction in which the compound of formula (X) is formed.

16. (Original) A method of treating mammals with polymeric conjugates, comprising administering an effective amount of the compound of claim 1.
17. (New) The compound of claim 9 wherein g is 1 or 2.
18. (New) The compound of claim 5, wherein x is the degree of polymerization, from about 10 to about 2,300.
19. (New) The compound of claim 5, wherein R<sub>31</sub> is a polymer having a weight average molecular weight ranging from about 2,000 to about 100,000.
20. (New) The compound of claim 5, wherein R<sub>31</sub> is a polymer having a weight average molecular weight from about 5,000 to about 50,000.
21. (New) The compound of claim 5, wherein R<sub>31</sub> is a polymer having a weight average molecular weight of from about 20,000 to about 40,000.
22. (New) The compound of claim 1, having the formula:





23 (New) The compound of claim 1, wherein  $Y_{11}$  and  $Y_{12}$  are both  $H$ .

24 (New) The compound of claim 1, wherein  $R_{22}$ - $R_{40}$ ,  $R_{50}$ , and  $R_5$  are each hydrogen.

25 (New) The compound of claim 1, wherein  $a$  and  $b$  are each 1.

26 (New) The compound of claim 1, wherein  $y_1$  and  $y_2$  are both or  $H$ .